



Name of Proposed Licensee



CENTRAL BANK OF BAHRAIN

**MIR Form 2:
Information on Shareholders and Subsidiaries**



MIR Form 2: Information on Shareholders and Subsidiaries

Table of Contents

	Date Last Changed
Instructions	11/2009
Declaration	04/2020
Contact Information	04/2013
Section I	11/2009
Group Ownership Structure	
Section II	04/2020
Parent Entity/Majority Shareholder Details	
Section III	04/2020
Individual Majority Shareholder Details	
Section IV	11/2009
Controlling Interest	
Section V	11/2009
Subsidiary Details	
Section VI	04/2020
Additional Information	



MIR Form 2: INSTRUCTIONS

1. Applicants must submit this Form in respect of each shareholder or subsidiary together with Form 1. Various supporting documentation – specified in the Form – must also be appended to the application.
2. Complete all sections as fully as possible, attaching supporting documents and continuation sheets where appropriate. Attach annex(es) signed by the signatories, if there is insufficient space for your answers. The application should be written in black ink in BLOCK CAPITALS or typed.
3. Failure to provide all the required information for each shareholder or subsidiary may result in significant delays in processing the application. The CBB does not accept responsibility for any loss caused to the applicant by any such delay.
4. Place a tick (✓) in the relevant boxes where appropriate. Where there is an asterisk (*), delete whichever is inapplicable. If any question is not applicable given your particular circumstances, please clearly indicate by marking 'N/A', with an explanation as to why it does not apply. Please provide a full explanation for any question that cannot be answered at this stage. Please note that failure to provide the required information may prejudice an application and may cause delay.
5. All documentation provided to the CBB must be in either the Arabic or English languages. Any documentation in a language other than English or Arabic must be accompanied by a certified English or Arabic translation thereof.
6. The **original** completed form, together with supporting documentation, should be submitted as part of the application made under Form 1.
7. Queries may be addressed to the Director, Capital Markets Supervision Directorate, on +973 17 547907 (telephone), +973 17 532957 (fax) and aalsaad@cbb.gov.bh (e-mail).
8. If there are any changes in the information furnished in the application prior to the completion of the review of this application, the Central Bank of Bahrain (CBB) should be notified immediately.
9. Applicants are reminded that providing to the CBB any information which is false or misleading in connection with the submission of this application or any related information may result in the refusal of the application or, if discovered later, the subsequent cancellation of any license issued.

For the purpose of this Form, reference to 'majority shareholder' refers to a person or entity who owns or controls 5% or more of the applicant's shares.



MIR Form 2: DECLARATION

I certify that the information submitted in support of this application is accurate and complete to the best of my knowledge and belief and that there are no other facts relevant to this application of which the Central Bank of Bahrain (CBB) should be aware.

I authorise the CBB to make such enquiries and seek further information it deems necessary in considering this application for authorisation for shareholders.

I am aware that providing to the CBB any information that is false or misleading in connection with an application for authorisation for shareholders may result in the refusal of the application or cancellation of the authorisation.

I also confirm that I will not assume or increase control of the licensee for which this application is being submitted prior to obtaining such authorisation.

I undertake to inform the licensee of any changes material to the application that may arise while the CBB is considering the application. I further undertake that, in the event that the authorisation of shareholder being sought is granted, I will notify the licensee of anything affecting the material completeness or accuracy of, the information provided in this Form 2 as soon as possible, but in any event no later than 15 calendar days from the day that the changes come to my attention.

I confirm that following the acquisition of shares, I will submit to the CBB, within two months from the date of the acquisition, a report prepared by an independent auditor (along with supporting documentation) detailing the source and audit trail of the funds used to acquire the shares.

I, hereby, confirm that to the best of my knowledge, I have provided a complete list of:

- All Associates;
- Related parties (including family members);
- Business partners; and
- All companies in which I own 10% or more and specifying whether such companies have any shareholding interest or voting power in, or any type of influence over, the licensee. The list should indicate in detail the shareholding interest or voting power in, or the type of influence over, the licensee.

I also hereby undertake that I will comply with, and abide by, all applicable Laws and regulations.

WHERE THE PROPOSED SHAREHOLDER IS A NATURAL PERSON:

Name of applicant (please print name)

Signature of applicant

Date



MIR Form 2: DECLARATION (continued)

WHERE THE PROPOSED SHAREHOLDER IS A LEGAL PERSON, THE DECLARATION MUST BE SIGNED BY TWO DIRECTORS AND BEAR THE CORPORATE SEAL:

Director (please print name)

Signature of director

Date

Director (please print name)

Signature of director

Date



MIR Form 2: Contact Information

Please provide full contact details of person(s) with whom the CBB can communicate with, regarding this application.

Name: _____

Title: _____

Capacity¹: _____

Tel: _____

Fax: _____

E-mail: _____

We have reviewed the information given by the applicant on this form and upon enquiry of the same, can confirm that such answers are, in our opinion, correct and accurate in all respects.

Authorised Representative of the Licensee/Licensee Applicant:

Name: _____

Title: _____

Tel: _____

Fax: _____

E-mail: _____

Signature: _____

Date _____

Company Stamp:

¹ (e.g. proposed shareholder, professional adviser to the proposed shareholder)



MIR Form 2: Section I – Group Ownership Structure

Provide a diagrammatic representation of the applicant's group ownership structure showing the applicant's shareholders (whether corporation or individual) who hold at least 5% of the applicant's issued share capital, and the applicant's subsidiaries. At each ownership level, provide details of the following:

1. Each shareholder's percentage shareholding ownership in the applicant
2. The applicant's percentage shareholding ownership in each of its subsidiaries



MIR Form 2: Section II – Parent Entity/Majority Shareholder Details

Provide the following details on the applicant's parent entity (if applicable) or a majority shareholder who is an entity:	
1. (a) Name:	1. (b) Legal status
2. Address and country of the principal place at which the business is carried out:	
3. Telephone number and facsimile number:	
4. E-mail address and URL of the internet web page (if applicable):	
5. Location of registered office (address and country):	
6. Form of entity (e.g., association, corporation, etc.):	
7. Date and place of formation or incorporation:	
8. Brief description of business or operation functions:	
9. Names of the chairman, members of the Board of Directors and chief executive officer of the shareholder:	
10. If applicable, list of names and addresses of persons holding 50% or more of the share capital of the shareholder.	
11. Attach certified true copies of the latest audited profit and loss account, audited balance-sheet and auditors' report.	



**MIR Form 2: Section II – Parent Entity/Majority Shareholder Details
(continued)**

Corporate Governance

12. Has the proposed controller or member(s) of its group been the subject of any litigation (or known circumstances which might give rise to litigation) over the past 5 years, or is any litigation currently outstanding, except cases arising in the course of normal business activities?

Yes ☐ No ☐

If yes, please provide details:

13. Has the proposed controller or member(s) of its group been the subject of adverse finding in a civil action by any court or competent jurisdiction, relating to fraud, misfeasance or other misconduct?

Yes ☐ No ☐

If yes, please provide details:

14. Has the proposed controller or member(s) of its group ever entered into any arrangement with creditors in relation to the inability to pay due debts?

Yes ☐ No ☐

If yes, please provide details:



**MIR Form 2: Section II – Parent Entity/Majority Shareholder Details
(continued)**

15. Has the proposed controller or member(s) of its group ever been the subject of an investigation into allegations of misconduct or malpractice in connection with any business, or been found guilty of conducting unauthorised financial activities or been disciplined by any professional body or financial services regulator for misconduct or malpractice?

Yes ☐ No ☐

If yes, please provide details:

16. Does the applicant himself or any of his associates, related parties, family or business partners etc., “the Parties”, have any business or family relationship with the Approved Persons (as defined in the Glossary) and/or the existing controllers of the licensee? *The Compliance Officer of the Licensee should assist the proposed controller in responding to this question.*

Yes ☐ No ☐

If yes, please provide details of the exact nature of the relationship with the Approved Person below:

Name and position of the Approved Person and/or the existing controllers of the licensee	Name of the applicant/ the Parties	Nature of relationship between the Approved Person and/or the existing controllers of the licensee and the applicant/ the Parties



MIR Form 2: Section III – Individual Majority Shareholder Details

Provide the following details on the applicant's individual majority shareholder:

1. Name:

2. Residential address and country:

3. Telephone number and facsimile number:

4. Place of birth and date of birth (dd/mm/yy):

5. Nationality:

6. CPR number (for Bahraini citizen or permanent resident)/passport number (for non-Bahraini citizen):

7. Occupation:

8. Directorships held in other corporations:



**MIR Form 2: Section III – Individual Majority Shareholder Details
(continued)**

Corporate Governance

9. Are any proceedings, convictions or judgements of any offence, other than a minor traffic offence, pending against the proposed controller?

Yes ☐ No ☐

If yes, please provide details:

10. Has the proposed controller ever been declared bankrupt, entered into any arrangement with creditors in relation to the inability to pay due debts or failed to satisfy a judgement debt under a court order with creditors, or equivalent in any territory?

Yes ☐ No ☐

If yes, please provide details:



**MIR Form 2: Section III – Individual Majority Shareholder Details
(continued)**

11. Has the proposed controller been subject to any civil proceedings, arbitration or litigation relating to fraud, misfeasance or other misconduct in connection with the formation or management of a corporation or partnership?

Yes ☐ No ☐

If yes, please provide details:

12. Has the proposed controller been subject to any civil proceedings, arbitration or litigation relating to fraud, misfeasance or other misconduct in connection with the formation or management of a corporation or partnership?

Yes ☐ No ☐

If yes, please provide details:



**MIR Form 2: Section III – Individual Majority Shareholder Details
(continued)**

13. Has the proposed controller ever been refused a license, authorisation or registration from another financial regulatory body?

Yes ☐ No ☐

If yes, please provide details:

14. Has the proposed controller ever been disqualified by a court, regulator or other competent body, as a director or as a manager of a corporation?

Yes ☐ No ☐

If yes, please provide details:

15. Has the proposed controller ever been the subject of an investigation into allegations of misconduct or malpractice in connection with any business, or been found guilty of conducting unauthorised financial activities or been disciplined by any professional body or financial services regulator for misconduct or malpractice?

Yes ☐ No ☐

If yes, please provide details:



**MIR Form 2: Section III – Individual Majority Shareholder Details
(continued)**

16. Is the individual submitting this application aware of any other information relevant to this notification of change in control of which the CBB would reasonably expect notice, including information which could have a material impact on any of the approval requirements?

Yes ☐ No ☐

If yes, please provide details:

17. Does the applicant himself or any of his associates, related parties, family or business partners etc. “the Parties”, have any business or family relationship with the Approved Persons (as defined in the Glossary) and/or the existing controllers of the licensee? *The Compliance Officer of the Licensee should assist the proposed controller in responding to this question.*

Yes ☐ No ☐

If yes, please provide details of the exact nature of the relationship with the Approved Person below:

Name and position of the Approved Person and/or the existing controllers of the licensee	Name of the applicant/ the Parties	Nature of relationship between the Approved Person and/or the existing controllers of the licensee and the applicant/ the Parties



MIR Form 2: Section IV – Controlling Interest

If anyone, other than those stated as directors and shareholders of the applicant under Form 3 "Information on Chief Executive Officer or Director" or this Form, has ultimate controlling interest in the applicant, or directly or indirectly exercises or has the power to exercise controlling influence over the management and policies of the applicant, give details of each such person including the following:

1. Name:

2. Nationality:

3. CPR number (for Bahraini citizen or permanent resident)/passport number (for non-Bahraini citizen):

4. Address:

5. Occupation:

6. Academic/professional qualifications:

7. Executive directorship held in any other corporation:



MIR Form 2: Section V – Subsidiary Details

Using a separate sheet for each subsidiary, provide the following details on the applicant's subsidiaries:

1. Name:

2. Address and country of the principal place at which the business is carried out:

3. Date and place of incorporation:

4. Brief description of business or functions:

5. Names of the chairman, other members of the board of directors and chief executive officer:



MIR Form 2: Section VI – Additional Information

1. Please provide (in the case of parent entity/majority shareholders) a copy of the proposed controller's organisation chart (of its group) and (in all cases) details of any other regulated financial services companies in which the proposed controller has a greater than 20% interest.

Attached

Yes ☐ No ☐ Not Applicable ☐

2. Please provide (in the case of parent entity/majority shareholders) the latest audited financial statements of the proposed controller and immediate and ultimate parent (and, where applicable, the consolidated accounts of the group).

Attached

Yes ☐ No ☐

3. Please provide copies of the latest audited financial statements of the companies in which the applicant owns 10% or more.

Attached

Yes ☐ No ☐